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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

IDAHO SOCIETY FOR CLINICAL SOCIAL WORK, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of IDAHO SOCIETY FOR CLINICAL SOCIAL WORK, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 15, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ann Suibel*

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ARTICLES OF INCORPORATION
OF
IDAHO SOCIETY FOR CLINICAL SOCIAL WORK, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation:

ARTICLE I. NAME.

The name of the Corporation is Idaho Society for Clinical Social Work, Inc.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 1199 Shoreline Lane, Suite 280, Boise, Idaho 83702, and the name of the initial registered agent at this address is Milton G. Klein.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To further the education and professional standards of clinical social work in Idaho.

B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at any time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

ARTICLE VII. MEMBERS.

The Corporation may have members as described in the Bylaws of the Corporation. No member of Idaho Society for Clinical Social Work, Inc., other than the Board of Directors, shall have voting power except as set forth in the Bylaws of the Corporation.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Milton G. Klein, President	1199 Shoreline Lane Suite 280 Boise, Idaho 83702
Kim Muskin, Vice President	584 Filmore Pocatello, Idaho 83201
Kathy Tidwell, Secretary	1821 South Atlantic Boise, Idaho 83706
Julene Knapp, Treasurer	1199 Shoreline Lane Suite 280 Boise, Idaho 83702

ARTICLE IX. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X. INCORPORATOR.

The name and street address of the incorporator is:

NAME

ADDRESS

Milton G. Klein

**1199 Shoreline Lane
Suite 280
Boise, Idaho 83702**

ARTICLE XI. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 15 day of March, 1994.

W. H. Allen

Milton G. Klein

STATE OF)
) ss.
County of Ada)

On this 15th day of March, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared Milton G. Klein, known or identified to me to be the person whose name is subscribed to the within instrument, and

acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Carol L. McGinnis

Notary Public for STATE OF IDAHO

Residing at BOISE, IDAHO

My commission expires: 2/28/2000